

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, *et al.*, :
: **Case No. 18-23538 (RDD)**
: **(Jointly Administered)**
Debtors.¹ :
-----X

AFFIDAVIT OF SERVICE

I, Gerhald R. Pasabangi, depose and say that I am employed by Prime Clerk LLC (“*Prime Clerk*”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.


On October 15, 2018, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by the method set forth on the Master Service List attached hereto as **Exhibit A**:

- Motion of Debtors for Entry of Order Authorizing the Debtors to File Redacted Fee Letter Related to the DIP ABL Facility [Docket No. 57]

[Remainder of page intentionally left blank]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

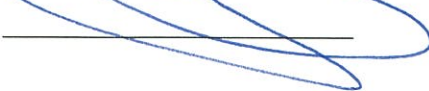
Dated: October 18, 2018



Gerhald R. Pasabangi

State of New York
County of New York

Subscribed and sworn to (or affirmed) before me on October 18, 2018, by Gerhald R. Pasabangi,
proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 

Oleg Bitman
Notary Public, State of New York
No. 01BI6339574
Qualified in Queens County
Commission Expires: April 04, 2020

Exhibit A

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Exhibit A

Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Top 20 Unsecured Creditor	Active Media Services Inc.	Attn: President or General Counsel 1 Blue Hill Plaza Pearl River NY 10965		First Class Mail
Top 20 Unsecured Creditor	Apex Tool International LLC	Attn: President or General Counsel 910 Ridgebrook Road, Suite 200 Spark MD 21152	jessica.chang@apextoolgroup.com	Email
Top 20 Unsecured Creditor	Automotive Rentals Inc.	Attn: President or General Counsel 4001 Leadenhall Road Mount Laurel NJ 08054-4611		First Class Mail
Counsel to Brixmor Property Group, Inc. and Federal Realty Investment Trust	Ballard Spahr LLP	Attn: David L. Pollack, Esquire 52nd Floor - Mellon Bank Center 1735 Market Street Philadelphia PA 19103	pollack@ballardspahr.com	Email
Counsel to Brixmor Property Group, Inc. and Federal Realty Investment Trust	Ballard Spahr LLP	Attn: Leslie C. Heilman, Esquire 919 N. Market Street - 11th Floor Wilmington DE 19801	heilmanl@ballardspahr.com	Email
Counsel to the Comptroller of Public Accounts of the State of Texas	Bankruptcy & Collections Division MC 008	Attn: Rachel R. Obaldo Assistant Attorney General P.O. Box 12548 Austin TX 78711-2548	rachel.obaldo@oag.texas.gov	Email
Top 20 Unsecured Creditor	Black & Decker US Inc.	Attn: President or General Counsel c/o Stanley Black & Decker 1000 Stanley Drive New Britain CT 06053		First Class Mail
Counsel to Brookfield Property REIT Inc., as Agent	Brookfield Property REIT Inc.	Attn: Kristen N. Pate 350 N. Orleans St. Suite 300 Chicago IL 60654-1607	bk@brookfieldpropertyretail.com	Email
Counsel to SHLD Lendco, LLC	Cahill Gordon & Reindel LLP	Attn: Joel H. Levitin, Richard A. Stieglitz Jr. Eighty Pine Street New York NY 10005	jlevitin@cahill.com rstieglitz@cahill.com	Email
Top 20 Unsecured Creditor	Cardinal Health	Attn: President or General Counsel 7000 Cardinal Place Dublin OH 43017	craig.morford@cardinalhealth.com	Email
Counsel to the Bank of New York Mellon Trust Company and the Chase Manhattan Bank, N.A., Successor Trustees for the SRAC Unsecured PIK Notes (Top 20 Unsecured Creditor), SRAC Unsecured Notes, and the SRAC Medium Term Notes (Top 5 Secured Creditor)	Carter Ledyard & Milburn LLP	Attn: James Gadsden, Esq. 2 Wall Street New York NY 10005	gadsden@clm.com	Email
United States Bankruptcy Court for the Southern District of New York	Chambers of Honorable Robert D. Drain	Sears Chambers Copy US Bankruptcy Court SDNY 300 Quarropas Street, Room 248 White Plains NY 10601		First Class Mail
Counsel to Sakar International Inc.	CKR Law LLP	Attn: Edward L. Schnitzer 1330 Avenue of the Americas, 14th Floor New York NY 10019	eschnitzer@ckrlaw.com	Email
Counsel to JPP, LLC, as agent under the Second Lien Credit Facility, IP/Ground Lease Term Loan Facility, and the Consolidated Secured Loan Facility;	Cleary, Gottlieb, Steen & Hamilton LLP	Attn: Sean A. O'Neal, James L. Bromley, Andrew Weaver One Liberty Plaza New York NY 10006	soneal@cgsh.com jbromley@cgsh.com aweaver@cgsh.com	Email

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Exhibit A

Master Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Trustee for the Second Lien PIK Notes, the Holdings Unsecured PIK Notes, and the Holdings Unsecured Notes	Computershare Trust Company, N.A.	Attn: Corporate Trust Dept. –SEARS, General Counsel, and Tina Vitale 8742 Lucent Boulevard, Suite 225 Highlands Ranch CO 80129	corporate.trust@computershare.com	Email
Trustee for the Second Lien PIK Notes, the Holdings Unsecured PIK Notes, and the Holdings Unsecured Notes	Computershare Trust Company, N.A.	Attn: General Counsel 480 Washington Boulevard Jersey City NJ 07310		First Class Mail
Counsel to Citibank, N.A., as administrative agent under the Stand-Alone L/C Facility	Davis Polk & Wardwell LLP	Attn: Marshall S. Huebner, Esq, Eli J. Vonnegut, Esq. 450 Lexington Avenue New York NY 10017	marshall.huebner@davispolk.com eli.vonnegut@davispolk.com sears.service@davispolk.com	Email
Top 20 Unsecured Creditor	Eastern Prime Textile Limited	Attn: President or General Counsel Unit F10/F, King Win FTY Building No. 65-67 King Yip Street, Kwun Tong, Kowloon Hong Kong		First Class Mail
Environmental Protection Agency	Environmental Protection Agency	Office of General Counsel 2310A 1200 Pennsylvania Ave NW, 2310A Washington DC 20460		First Class Mail
Environmental Protection Agency Region 2 (NJ, NY, PR, VI)	Environmental Protection Agency Region 2 (NJ, NY, PR, VI)	290 Broadway New York NY 10007		First Class Mail
Top 20 Unsecured Creditor	Frigidaire Company	Attn: President or General Counsel c/o Electrolux P.O. Box 2638 Carol Stream IL 60132-2638		First Class Mail
Counsel to Sitel Operating Corporation	Frost Brown Todd LLC	Attn: Edward M. King 400 W Market St Suite 3200 Louisville KY 40202	tking@fbtlaw.com	Email
Counsel to Washington Prime Group Inc.	Frost Brown Todd LLC	Attn: Ronald E. Gold & AJ Webb 3300 Great American Tower 301 East Fourth Street Cincinnati OH 45202	rgold@fbtlaw.com awebb@fbtlaw.com	Email
Counsel to Yang Ming (America) Corp.; and Yang Ming Marine Transport Corp.	Gellert Scali Busenkell & Brown LLC	Attn: Gary F. Seitz 8 Penn Center 1628 John F. Kennedy Blvd, Suite 1901 Philadelphia PA 19103	gseitz@gsbblaw.com	Email
Counsel to Waste Management National Services, Inc.	Goodwin Procter LLP	Attn: Barry Z. Bazian The New York Times Building 620 Eighth Avenue New York NY 10018	gfox@goodwinlaw.com bbazian@goodwinlaw.com	Email
Top 20 Unsecured Creditor	HK Greatstar Int'l Co. Ltd.	Attn: President or General Counsel Rm 35, 4/F., Po Yip Building 23 Hing Yip Street, Kwun Tong, Kowloon Hong Kong	lf@greatstartools.com sears@greatstartools.com	Email
Top 5 Secured Creditor	Holdings Unsecured Notes (8.00%)	Attn: President or General Counsel c/o Computershare Trust Company, N.A. 250 Royal Street Canton MA 02021	corporate.trust@computershare.com	Email
Top 5 Secured Creditor	Holdings Unsecured PIK Notes (8.00%)	Attn: President or General Counsel c/o Computershare Trust Company, N.A. 250 Royal Street Canton MA 02021	corporate.trust@computershare.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to UBS AG, as lender for the Sparrow Term Loan maturing 2019	Hunton Andrews Kurth LLP	Attn: Brett L. Gross 200 Park Avenue New York NY 10166	bgross@HuntonAK.com	Email
Top 20 Unsecured Creditor	Icon Health and Fitness Inc.	Attn: President or General Counsel 1500 South 1000 West Logan UT 84321	gt nexus@iconfitness.com	Email
IRS Insolvency Section	Internal Revenue Service	Attn: Centralized Insolvency Operation 2970 Market Street Philadelphia PA 19104-5016	Mimi.M.Wong@irsounsel.treas.gov	Email
IRS Insolvency Section	Internal Revenue Service	Attn: Centralized Insolvency Operation P.O. Box 7346 Philadelphia PA 19101-7346	Mimi.M.Wong@irsounsel.treas.gov	Email
Counsel to PREIT Services, LLC; BET Investments, and the Robbins Companies	Kurtzman Steady, LLC	Attn: Jeffrey Kurtzman 401 S. 2nd Street Suite 200 Philadelphia PA 19147	kurtzman@kurtzmansteady.com	Email
Counsel to Simon Property Group	Latham & Watkins LLP	Attn: Marc A. Zelina 885 Third Avenue New York NY 10022	marc.zelina@lw.com	Email
Counsel to Simon Property Group	Latham & Watkins LLP	Attn: Peter M. Gilhuly, Ted A. Dillman 355 South Grand Ave Ste. 100 Los Angeles CA 90071-1560	peter.gilhuly@lw.com ted.dillman@lw.com	Email
Counsel to Westfield, LLC and its affiliates: Annapolis Mall Owner LLC; Brandon Shopping Center Partners LTD; Broward Mall LLC; Citrus Park Mall Owner LLC; Countryside Mall LLC; Roseville Shoppingtown LLC; Meriden Square Partnership; Montgomery Mall Owner LLC; North County Fair LP and EWH Escondido Associates, L.P.; Oakridge Mall LLC; WEA Palm Desert LLC; Sarasota Shoppingtown LLC; WEA Southcenter LLC; Sunrise Mall LLC; UTC Venture LLC; Valencia Town Center Venture, L.P.; Wheaton Plaza Regional Shopping Center LLC; Beneson Capital Partners, LLC and its affiliate Brooks Shopping Centers, LLC	LeCrairRyan, PLLC	Attn: Ilan Markus and Niclas A. Ferland 545 Long Wharf Drive, 9th Floor New Haven CT 06511	ilan.markus@leclairryan.com niclas.ferland@leclairryan.com	Email
Counsel to Tarrant County; Dallas County	Linebarger Goggan Blair & Sampson, LLP	Attn: Elizabeth Weller 2777 N. Stemmons Freeway Suite 1000 Dallas TX 75027	dallas.bankruptcy@publicans.com	Email
Counsel to Pension Benefit Guaranty Corporation	Locke Lord LLP	Attn: Brian A. Raynor 111 South Wacker Drive Chicago IL 60606	braynor@lockelord.com	Email
Counsel to Missouri Department of Revenue	Missouri Department of Revenue, Bankruptcy Unit	Attn: Steven A. Ginther, Special Assistant Attorney General 301 W. High Street, Room 670 P.O. Box 475 Jefferson City MO 65105-0475	sdnyecf@dor.mo.gov	Email
United States Trustee Southern District of New York	Office of The United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey 201 Varick St. Ste. 1006 New York NY 10014	richard.morrissey@usdoj.gov paul.schwartzberg@usdoj.gov	Email

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Exhibit A
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Richardson ISD; City of Garland; Garland ISD; Carrollton-Farmers Branch ISD	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Ebony Cobb 500 E. Border Street Suite 640 Arlington TX 76010	ecobb@pbfc.com	Email
Counsel to Lubbock Central Appraisal District	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Laura J. Monroe P.O. Box 817 Lubbock TX 79408	lmbkr@pbfc.com	Email
Counsel to Spring Branch Independent School District, et al	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Owen M. Sonik 1235 North Loop West Suite 600 Houston TX 77008	osonik@pbfc.com	Email
Counsel to Sakar International Inc.	Sakar	Attn: Jay Weinblatt 195 Carter Drive Edison NJ 08817	jweinblatt@sakar.com	Email
Top 20 Unsecured Creditor	Samsung Electronics America HA	Attn: President or General Counsel 85 Challenger Road, 7th Floor Ridgefield Park NJ 07660	jhaughton@sea.samsung.com	Email
Securities and Exchange Commission - Headquarters	Securities & Exchange Commission	Attn: Secretary of the Treasury 100 F Street, NE Washington DC 20549	secbankruptcy@sec.gov NYROBankruptcy@sec.gov	Email
Securities and Exchange Commission - Regional Office	Securities & Exchange Commission – NY Office	Attn: Bankruptcy Department Brookfield Place 200 Vesey Street, Suite 400 New York NY 10281-1022	bankruptcynoticeschr@sec.gov	Email
Counsel to Simon Property Group, L.P.	Simon Property Group, L.P.	Attn: Ronald M. Tucker, Esq. 225 West Washington Street Indianapolis IN 46204	rtucker@simon.com	Email
Counsel to Summit Portraits, LLC	Singer & Levick, P.C.	Attn: Michelle E. Shriro 16200 Addison Road Suite 140 Addison TX 75001	mshriro@singerlevick.com	Email
Counsel to Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent	Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq., and George R. Howard, Esq. 155 N. Wacker Drive Chicago IL 60606	paul.leake@skadden.com shana.elberg@skadden.com george.howard@skadden.com	Email
Counsel to Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent	Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq., and George R. Howard, Esq. 4 Times Square New York NY 10036	Paul.Leake@skadden.com Shana.Elberg@skadden.com George.Howard@skadden.com	Email
Top 5 Secured Creditor	SRAC Unsecured Notes	Attn: Corporate Trust Department c/o The Chase Manhattan Bank, N.A. 4 Chase MetroTech Center, 3rd Floor Brooklyn NY 11245		First Class Mail
Counsel to Levin Management Corporation; Phillips Edison & Company	Stark & Stark, P.C.	Attn: Thomas S. Onder, Joseph H. Lemkin P.O. Box 5315 Princeton NJ 08543	tonder@stark-stark.com jlemkin@stark-stark.com	Email
Counsel to Dell Financial Services L.L.C	Streusand, Landon, Ozburn & Lemon, LLP	Attn: Sabrina L. Streusand 1801 S. Mopac Expressway Suite 320 Austin TX 78746	streusand@slolp.com	Email

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Exhibit A
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Fairholme Capital Management, LLC; and the Fairholme Funds, Inc.	Sullivan & Cromwell LLP	Attn: Andrew G. Dietderich, Brian D. Glueckstein, David R. Zylberberg 125 Broad Street New York NY 1004-2498	dietdericha@sullcrom.com zylberbergd@sullcrom.com	Email
Top 20 Unsecured Creditor	Tata Consultancy Services Ltd.	Attn: President or General Counsel 379 Thornal Street, 4th Floor Edison NJ 08837		First Class Mail
Counsel to the Taubman Landlords	Taubman Landlords	Attn: Andrew S. Conway 200 East Long Lake Road Suite 300 Bloomfield Hills MI 48304	aconway@taubman.com	Email
Successor Trustee for the SRAC Unsecured PIK Notes, SRAC Unsecured Notes, and the SRAC Medium Term Notes	The Bank of New York Mellon Trust Company	Attn: Corporate Trust Administration 101 Barclay St., Floor 8W New York NY 10286		First Class Mail
Top 5 Secured Creditor and Pension Benefit Guaranty Corporation ("PBGC")	The Pension Benefit Guaranty Corporation	Attn: Office of the Chief Counsel 1200 K Street, N.W., Suite 300 Washington DC 20005		First Class Mail
Counsel to Travis County	Travis County Attorney	Attn: David Escamilla P.O. Box 1748 Austin TX 78767		First Class Mail
Indenture trustee for the KCD IP Asset Backed Notes	U.S. Bank National Association	Attn: Jose A Galarza, Vice President, Global Structured Finance 190 S. LaSalle Street, 3rd Floor MS: MK-IL-SL7M Chicago IL 60603	jose.galarza@usbank.com	Email
United States Attorney's Office for the Southern District of New York	US Attorney for Southern District of New York	Attn: Bankruptcy Division 86 Chambers Street 3rd Floor New York NY 10007	David.Jones6@usdoj.gov Joseph.Cordaro@usdoj.gov Carina.Schoenberger@usdoj.gov Lawrence.Fogelman@usdoj.gov Peter.Aronoff@usdoj.gov Linda.Riffkin@usdoj.gov	Email
Proposed Counsel to Debtors	Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A. Fail, Sunny Singh 767 Fifth Avenue New York NY 10153	ray.schrock@weil.com garrett.fail@weil.com jacqueline.marcus@weil.com sunny.singh@weil.com	Email
Top 20 Unsecured Creditor	Whirlpool Corporation	Attn: President or General Counsel 2000 North M-63 Benton Harbor MI 49022	Kristen.Hewitt@whirlpoolcorp.com	Email
Indenture Trustee for the Second Lien Notes	Wilmington Trust, National Association	Attn: Sears Holdings Corp. Administrator Corporate Capital Markets 50 South Sixth Street, Suite 1290 Minneapolis MN 55402		First Class Mail
Top 20 Unsecured Creditor	Winia Daewoo Electronics America	Attn: President or General Counsel 65 Challenger Road, Suite 360 Ridgefield Park NJ 07660		First Class Mail
Top 20 Unsecured Creditor	Winners Industry Company Limited	Attn: President or General Counsel Unit A, Wah Lung Building 49-53 Wang Lung Street, Tsuen wan, New Territories Hong Kong		First Class Mail